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San Francisco and San Jose railroad  
company.

The general railroad laws of California and the by-laws of "The San Francisco and San Jose railroad company."

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THE GENERAL  
RAILROAD LAWS OF CALIFORNIA,

AND THE

BY-LAWS

OF

“THE SAN FRANCISCO AND SAN JOSE RAILROAD COMPANY,”

WITH A LIST OF THE

OFFICERS OF THE COMPANY.

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SAN FRANCISCO:  
PRINTED AT THE ALTA CALIFORNIA BOOK AND JOB OFFICE,  
1863.

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VIEW COPY CONTROL

is chosen and ap-

July ---  
June - - -

September, October, March, June -

and terminate at hours to be appointed  
by the Board of Directors and to be made  
in the notice calling the meeting.

**BY-LAWS**  
**OF THE**  
**SAN FRANCISCO AND SAN JOSE RAILROAD COMPANY.**

**SECTION 1.** The fiscal and business year of this Company shall commence on the first day of ~~August~~ and terminate on the last day of ~~July~~, in each year, and shall be divided into four business periods, or quarters, each terminating on the last days of ~~October~~, January, April, and ~~July~~, respectively.

**SECTION 2.** The annual meeting of the stockholders of this Company shall be held on the second Monday of August in each year, at the office of the Company, or at such other place as shall be appointed by a resolution of the Board of Directors, at which an election for seven Directors shall be held, to serve for the ensuing year, and until their successors are elected.

Said election shall commence ~~at 10 o'clock, a. m., and close at 4 o'clock, p. m., of the same day.~~

In case the said annual meeting in any year should not for any cause be held on said day, some other time shall be appointed within ninety days thereafter, by a resolution of the Board of Directors, at which a special meeting of the stockholders shall be held for the purpose aforesaid.

**SECTION 3.** No business shall be transacted at any annual or special meeting of the stockholders, unless at least a majority in value of the stockholders shall attend in person or by proxy. At least twenty days notice shall be given by the President and Secretary, of the time when and place where the annual or any special meeting of the stockholders shall be held; such notice shall be published in the manner prescribed by law.

**SECTION 4.** All elections held by this Company for Directors shall be public to the stockholders.

The President, or in his absence the Vice President of the Company, together with one Director and one stockholder, who is not at the time a Director, both to be chosen and ap-

Fiscal year.

Quarters.

Annual meetings of Stockholders

Election of Directors.

Time.

Meetings of Stockholders

Notice of.

Elections

Judges of election.



pointed by the Board of Directors, for that purpose, shall act as the judges of election, receive, count and canvass the votes, and declare the result without delay.

Tally-clerk.

The Secretary shall be the tally-clerk, and shall keep a regular tally-list of all votes cast at said election, and preserve the same in his office.

Result to be certified.

The said judges of election and Secretary shall, at the close of such election, certify the result thereof to the Board of Directors.

In the absence of any officer of election his place shall be filled by the stockholders present at the opening of the election.

Who do vote.

Proxies.

SECTION 5. At all meetings of the stockholders, absent members may vote by proxy, duly authorized in writing, signed by the stockholders granting them, and they shall be filed with the Secretary, and that all may know who are stockholders it shall be the duty of the Secretary, previous to every meeting thereof, to make an alphabetical list of all stockholders, with the number of votes each is entitled to cast, set opposite his or her name, and have the same present at such meeting for the use of the officers and members thereof.

List of voters

Office of company.

SECTION 6. The office of the Company, and of the President, Vice President, Secretary, Treasurer, and Chief Engineer, with the books and papers thereto belonging, shall be kept in the city of San Francisco.

Director's meeting.

SECTION 7. ~~The regular quarterly~~ meetings of the Board of Directors, shall be held on the ~~first Mondays of February, May, August, and November in each year,~~ at three o'clock in the afternoon, at the office of the Company; unless otherwise specially directed by the Board, and four, or more of the Directors shall constitute a quorum for the transaction of business, but no debt shall be contracted without a resolution passed by at least four votes, and regularly entered upon the record of the proceedings of the Board. Special meetings may at any time be called by the President, or any three members of the Board, to convene at such time and place as may be appointed; but it shall require a majority of the whole Board to adopt any measure.

Quorum.

Special meetings, how called.

Election of officers.

SECTION 8. There shall be elected by the Directors, at their first meeting after the annual election of Directors, which shall be within five days thereafter, ~~from among their~~

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*Second Tuesday of each month*



~~number~~, a President, a Vice-President, and a Treasurer ; and also a Secretary, ~~who need not necessarily be a Director, but must be a stockholder~~, who shall hold their offices for the term of one year, and until their successors are elected and qualified, The Secretary and Treasurer, before entering upon the duties of their offices, shall each give a bond, conditioned for the faithful discharge of their duties, with good and sufficient sureties to be approved by the Board, in such penal sums as the Board may require, and such bonds, or either of them, may be increased and additional security given at any time the Board may see proper to require it ; *provided* that no Director shall be received as security on said bonds.

President,  
etc.

Term of  
office.

Bonds of  
officers.

New bonds.

SECTION 9. The President of the Company, shall have a general supervision and direction, subject to the order of the Board of Directors, of the business and affairs of the Company, and shall preside at all meetings of the Board of Directors and of the stockholders, when present in person.

President.

His duties.

The Vice President shall exercise all the powers and duties of the President, whenever the President shall be absent, or unable from any cause to discharge his duties in person.

Vice President.

In the absence of the President and Vice President, a President *pro tem.* may be appointed by the Directors, who shall discharge the duties of President at any such meeting of the Directors. It shall further be the duty of the President, unless otherwise specially ordered, to sign all certificates of stock, deeds, bonds, contracts, writings obligatory, checks, or warrants on the Treasurer, and all papers of whatever nature or kind to which the Company is a party, under such rules and regulations as may be established by the By-Laws, or from time to time adopted by resolution, or otherwise of the Board of Directors.

President  
*pro tem.*

President to  
sign certificates of stock  
etc

He shall have the custody of the corporate seal of the Company, and affix the same to all instruments requiring a seal.

Custody of  
seal.

SECTION 10. The Secretary of the Company shall attend all meetings of the Board, keep a fair and accurate account of all their proceedings, and of the stockholders, when met for the transaction of business, make out a quarterly and annual statement and balance sheet at the end of each quarter and year, up to and including the last days of each of said quarters and year, showing the financial condition of the Company at

Secretary.

His duties.

Accounts.	each of said periods, and lay the same before the Board at the next regular meeting after the expiration of said quarter and year, keep an accurate account with each contractor, and all persons having dealings with the Company, and an account of the whole property of the Company, in what it consists, where situated, and in whose hands intrusted, and shall also keep an accurate account with each of the stockholders, relative to the amount of stock by him held, the amount paid thereon, the amount of dividends declared and paid; also, to
Collect assessments.	collect all assessments levied, giving his receipts therefor, and to receive all dues and receipts of the Company, from every source, and to pay over all such moneys and receipts to the Treasurer, immediately after their reception, taking his receipt therefor; keep an accurate account between himself and the Treasurer, and generally to keep a full account of the whole
To pay money to Treasurer.	amount of the receipts and revenues of the Company, of whatever kind or from whatever source, and of the whole amount of disbursements and expenditures of the Company, for whatever purpose. He shall keep a book of blank certificates of stock, fill up and countersign all certificates issued, and upon such issue make the proper entries in the margin of such book; he shall keep a proper transfer-book, and a stock-ledger, in
Receipts and disbursements of company.	debit and credit form, showing the number of shares issued to, or transferred by any stockholder, and the date of such issuance and transfer; he shall countersign all checks, or warrants, drawn on the Treasurer, and all other instruments in writing, to which the Company is a party, when required by
Certificates of stock.	the Board of Directors, or the President; he shall keep all other books, and perform all other duties that pertain to his office, and required by law, or by the Board of Directors.
Transfer-book, etc.	
Warrants on Treasurer.	SECTION 11. The Treasurer of the Company shall take charge of and safely keep and disburse' under the regulations of the Board, all moneys, goods, chattels, credits, and evidences of debt of every kind, belonging to the Company, coming into his hands, or appropriately belonging to his department. He shall deliver to the Secretary daily, an abstract of all receipts given by him on the preceding day. He shall take, keep, and carefully preserve all vouchers in support of all disbursements which he may make by order of the Board. All moneys and evidences of debt of every kind, received by him, shall at once
Other duties.	
Treasurer.	
His duties.	

be passed to the credit of the Company on his books, and the same account charged with all warrants drawn on him when paid; and he shall also keep accurate accounts of all and every transaction appropriately belonging to the duties of his office, in appropriate books provided for that purpose, which shall be at all times open for the inspection of the President, Secretary, or any member of the Board; and he shall also render a quarterly and annual account and statement, at the end of each quarter and year, or oftener, if required by the Board, of all receipts and disbursements by him made during the preceding quarter or year, or for any other period, and lay the same before the Board at the next regular meeting after the expiration of said quarter or year, and at any other time or for any other period that may be required by the Board.

Accounts.

Statement of  
receipts and  
disburse-  
ments.

SECTION 12. A Chief Engineer, when appointed, shall hold his office during the pleasure of the Board of Directors. It shall be his duty, under the direction of the Board, to take charge of the surveys, location and construction of the road, and direct the operations of all branches of the engineer service; superintend the construction of all work under contract, and by himself, or assistants, direct and control all contractors in the performance of their work, pass upon and accept or reject all work performed, and give certificates of estimates for the payments due, for all work performed agreeably to contract, and report annually, or oftener if required, the state and condition of the road, and submit such estimates of future operations as the business of the Company and progress of the work may render proper and necessary.

Chief  
Engineer.

His duties.

SECTION 13. There shall be appointed by the Board, an Attorney for the Company, who shall be the legal adviser of the Company, and have the care and management of all suits, causes, actions, and litigated matters, of every description, in which the Company shall be a party, or be interested, and he may employ such counsel as he shall think proper in the prosecution or defence of any suit pending or contemplated in any Court. He shall also perform such other professional duties as shall be required by the Board. He shall have the general supervision, management and control of all matters appertaining to the title of all real estate in which the Company is interested.

Attorney.

His duties.

Other officers	SECTION 14. All subordinate officers and agents of the Company shall be appointed or employed by the Board of Directors, President, or Chief Engineer, in the several divisions of the service, as may be provided by resolution of the Board from time to time; and the duties and compensation of all such officers and agents shall be regulated by the Board.
Vacancies in office.	SECTION 15. The Board of Directors shall have power at any time, by a vote of a majority of the entire Board, to fill any vacancy that may occur in their body, by death, resignation, or otherwise; also, by a like vote to remove any officer of its own appointment, or that may have been appointed or employed by any officer of the Company, and the President, or Chief Engineer, may remove at pleasure any subordinate officer or agent in their respective departments, assigning reasons if required, to the Board of Directors, at their next meeting, as to the cause of their removal.
Removal of officers.	
Election by ballot.	SECTION 16. All elections shall be by ballot, unless by unanimous consent, when the vote may be taken <i>viva voce</i> . All committees shall be appointed by the President, unless otherwise ordered by the Board, or declared by these By-Laws.
Committees.	
Subscriptions to stock.	SECTION 17. The Board of Directors shall, from time to time, prescribe the manner, places and times of taking up subscriptions to the capital stock of the Company, but no subscription of the stock shall be binding on the Company until the same shall have been approved by a resolution of the Board.
Approval of.	
Stock assessments.	SECTION 18. Instalments or assessments on the stock subscribed, shall be levied, demanded and called in from time to time, in such manner, and at such times as shall be required by resolution of the Board of Directors, agreeably to, and in the manner required by law; and if any instalment or assessment so levied, demanded and called in, on any share, or shares, of stock shall remain unpaid after notice given, or published, of such assessments or instalments being due, as required by law, agreeably to such call and regulation of the Board, the Board may at their option proceed to collect the same in the manner and to the extent prescribed by law, or they may proceed to sell such share, or shares of stock, or so much thereof as may be necessary to pay the instalments or assessments then due on such share, or shares, together with the expenses of such sale at public auction, at some public place in the city of San Fran-
How levied.	
Collection, or sale of.	

cisco, after having published a notice of such sale for at least twenty days, signed by the President of the Company, in some daily newspaper published in said city of San Francisco.

SECTION 19. The stock of the Company shall be transferable upon the books of the Company, upon proper assignment and delivery to the assignee of the receipts for the instalments paid on such stock, or the certificates of stock, when fully paid; but no shares shall be transferable until all previous calls or instalments thereon shall have been fully paid in; nor shall any transfer of the stock of this Company be valid, except as between the parties by whom and to whom the same is transferred, unless at least twenty per cent. has been paid thereon, and receipts issued therefor, until the same is approved by the Board of Directors; and all transfers of such stock shall be entered in the transfer book, kept by the Secretary, by an entry showing to and by whom transferred, the numbers and designations of the shares, and the date of the transfer; and duly attested by the Secretary. No transfer shall be valid, except as between the parties, unless made as in this section provided.

Transfer of  
stock.

How made.

Approval of

Validity of

SECTION 20. Certificates of stock shall be issued only for fully paid stock, and shall be of such form and device as the Board of Directors shall determine; and each certificate shall be signed by the President, and countersigned by the Secretary, and express on its face its number, date of issuance, the number of shares for which, and the person to whom it is issued. Several certificates may be issued to the same person, *provided*, that in the aggregate they do not exceed the number of shares belonging to such person. The certificate-book shall contain a margin, on which shall be entered the number, date, number of shares and the name of the shareholders, expressed in the corresponding certificate. The surrendered certificates shall, in all cases, be cancelled by the Secretary, before issuing a new one in lieu thereof.

Stock certi-  
ficates.

How issued

Cancellation  
of.

SECTION 21. All disbursements shall be made on warrants drawn upon the Treasurer, by the President and Secretary, but no such warrant shall be drawn without the order of the Board. Each warrant so drawn shall contain in a conspicuous place when practicable, the word or phrase designating the

Disbursements  
on warrants.



particular account to which the same belongs, and for what the allowance was made by the Board.

Liability of stockholder.

SECTION 22. No stockholder of the Company shall be individually liable or bound beyond the actual amount of stock by him subscribed or held, for any of the debts or liabilities of the Company ; and it shall be so understood, and expressly stipulated in any and all contracts made and entered into by the Company, or any officer, agent or employé thereof.

Contracts.

Order of business before Board:

SECTION 23. The order of business before the Board shall be as follows :

When a quorum appears, the President shall call the Board to order.

1st. Reading of the Minutes.

2d. Reports of Committees.

3d. Secretary's Reports.

4th. Treasurer's Reports.

5th. Engineer's Reports.

6th. Written communications read and disposed of.

7th. Unfinished business.

8th. New business.

Minutes to be approved:

Prior to adjournment the proceedings of the meeting shall be read, amended if necessary, and approved by the Board.

Amendm't to By-Laws.

SECTION 24. No alteration or amendment, shall be made in these By-Laws, unless presented at a regular meeting of the Board, and considered at a subsequent meeting thereof, but any By-Law may be suspended by the vote of not less than two-thirds of the whole Board of Directors.

Force of.

SECTION 25. All By-Laws of this Company heretofore passed or in conflict with these By-Laws, are hereby repealed, and these By-Laws shall take effect and be in force from and after their passage.





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By Laws of C.P.  
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